

P96000/01121

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 S.W. 87 AVENUE SUITE: 16

Address

MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip

Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

800002026208--7

-12/11/96--01067-028

\*\*\*\*122.50 \*\*\*\*122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. EL VANGOSTINO SEAFOOD RESTAURANT INC.  
(Corporation Name) (Document #)

2. ~~Washington~~ The Lobster Seafood Restaurant Inc.  
(Corporation Name) (Document #)

3. Universal Dental Clinic & Associates, Inc.  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of State

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
96 DEC 16 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 DEC 11 PM 12:02  
OFFICE OF THE CLERK

W96-26061



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

December 11, 1996

LAZARUS CORPORATE INDUSTRIES, INC.  
890 SW 87 AVE., STE. 16  
MIAMI, FL 33174

SUBJECT: EL LANGOSTINO SEAFOOD RESTAURANT INC.  
Ref. Number: W96000026061

We have received your document for EL LANGOSTINO SEAFOOD RESTAURANT INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng  
Document Specialist

Letter Number: 096A00055427

DIVISION OF CORPORATIONS

96 DEC 16 AM 11:04

RECEIVED

**FILED**  
96 DEC 16 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
UNIVERSAL DENTAL CLINIC & ASSOCIATES, INC.**

We, the undersigned, hereby associate ourselves together under the Laws of the State of Florida, under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities for a Corporation for profit, generally and hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a Corporation under the Laws of the State of Florida

**ARTICLE ONE  
Name of the Corporation**

The name of this Corporation shall be:

**UNIVERSAL DENTAL CLINIC & ASSOCIATES, INC.**

**ARTICLE TWO  
NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation shall be:

Any activity and business permitted under the Laws of the State of Florida including but not limited to DENTAL SERVICES

**ARTICLE THREE  
Capital Stock**

The maximum number of shares of capital stock authorized to be issued by this Corporation shall be 500 shares, each having a par value of \$1.00 per share of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of stockholders. All or any part of said capital stock may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the incorporator, or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

**ARTICLE FOUR  
Initial Capital**

The amount of capital with which this Corporation shall begin business shall be: Five Hundred Dollars (\$500.00)

**ARTICLE FIVE**  
**Term of Existence**

This Corporation shall be perpetual existence.

**ARTICLE SIX**  
**Principal Office**

The following shall be the street address and the principal office for this Corporation, but the Corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at such other places within or without the State of Florida that may be deemed expedient:

2900 west 12 ave. # 2627  
Hialeah, Fl. 33012

**ARTICLE SEVEN**  
**Directors**

There shall be a Board of Directors for this Corporation which consist of **THREE** persons. the number of Directors may be increased or diminished from time to time as determined by the By-Laws, but shall never be less than **ONE**. Each of said Directors shall be of full age and all of them shall be residents of the United States. Any Director may be removed at any annual or special meeting of stockholders called in accordance with the By-Laws of the Corporation, by the same vote as that required to elect a Director.

**ARTICLE EIGHT**  
**Initial Board of Directors**

The names and addresses for the first Board of Directors is as follows:

NAME	ADDRESS	OFFICE
RICARDO MONTERO	432 NW 12 Ave. Miami, Fl. 33128	PRESIDENT
OSVALDO MONTZERO	432 NW 12 Ave Miami, Fl. 33128	V/PRESIDENT SECRETARY
EURIPIDES MONTERO	432 NW 12 Ave. Miami, Fl. 33128	TREASURER

**ARTICLE NINE  
SUBSCRIBERS**

The name and addresses of each subscriber to these Articles of Incorporation and the number of stocks each agrees to purchase are:

NAME	ADDRESSES	NO. OF SHARES
RICARDO MONTERO	432 NW 12 AVE. MIAMI, FL. 33128	5
OSVALDO MONTERO	432 NW 12 AVE. MIAMI, FL. 33128	250
EURIPIDES MONTERO	432 NW 12 AVE. MIAMI, FL. 33128	245

The private property of the stockholders shall not be subject to the payment of the Corporation's debt to any extent whatsoever.

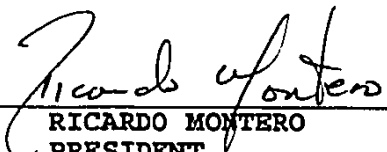
**ARTICLE TEN  
Conflict of Interest**

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other Corporation; any Director individually, or any firm of which any Director may be a member, may be a party too, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of directors or a majority thereof, and any Director of this Corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of directors of this Corporation, with like force and effect as if he were not such a Director or officer of such other Corporation or not so interested.

**ARTICLE ELEVEN**  
**Amendment**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

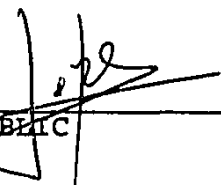
IN WITNESS WHEREOF, WE, the undersigned, have executed these Articles of Incorporation for the uses and purpose stated therein this 3th day of December, 1996.

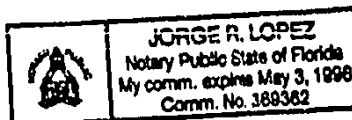
  
\_\_\_\_\_  
RICARDO MONTERO  
PRESIDENT

  
\_\_\_\_\_  
OSVALDO MONTERO  
V/PRESIDENT

  
\_\_\_\_\_  
EURIPIDES MONTERO  
TREASURER

Sworn to, and subscribed before me this 12-3-, 1996

  
\_\_\_\_\_  
NOTARY PUBLIC



**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:

UNIVERSAL DENTAL CLINIC & ASSOCIATES, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

OSVALDO MONTERO  
2900 WEST 12 AVE. # 2627  
HIALEAH, FL. 33012

SIGNATURE

TITLE

DATE

*Osvaldo Montero*  
*President*  
*12-3-96*

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE

*[Signature]*  
*12-3-96*

86 DEC 16 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**